This Instrument Prepared By:
Kenneth P. Ezell, Jr.
Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.
A Professional Corporation
Commerce Center, Suite 1000
211 Commerce Street
Nashville, Tennessee 37201

Davidson County DEEDWARR
Recvd: 11/03/05 14:52 6 pgs
Fees:33.00 Taxes:16729.92
20051103-0133407

SPECIAL WARRANTY DEED

Address New Owner as Follows:	*Send Tax Bills To*
Gateway Nashville, LLC 15433 North Tatum Boulevard Suite 105 Phoenix, AZ 85032	Same
Map & Parcel No:. Map 134, Parcel 313	

FOR AND IN CONSIDERATION of the sum of Ten ($10.00) Dollars, and other good and valuable consideration, receipt of which is hereby acknowledged, PRESTIGE POINTE-GEAC, LLC, a Tennessee limited liability company ("Grantor"), has bargained and sold and does hereby transfer and convey unto GATEWAY NASHVILLE, LLC, a Delaware limited liability company ("Grantee"), its successors and assigns, a certain tract of land located in Davidson County, Tennessee and described in Exhibit A, attached hereto and made a part hereof (the "Property").

This is improved property known as Prestige Pointe Apartments, 200 Paragon Mills Road, Nashville, Tennessee.

TO HAVE AND TO HOLD the Property, together with all the appurtenances and hereditaments thereunto belonging or in anywise appertaining, to the said Grantee, its successors and assigns, forever.

AND Grantor does hereby covenant with Grantee that it is lawfully seized and possessed of the Property in fee simple and that it has good right to sell and convey the same.

AND Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the Property against the lawful claims of all persons claiming by, through or under Grantor (other than claims arising from the matters set forth on Exhibit B), but no further or otherwise.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed on this 1st day of November, 2005.

PRESTIGE POINTE-GEAC, LLC
By: Governmental and Educational Assistance Corporation, an Arkansas nonprofit corporation, its Sole Member

By: _____
Printed Name: Thomas S. Maple
Title: President

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $4,521,600.

_____
AFFIANT

Subscribed and sworn to before me this 2nd day of November, 2005.

_____
NOTARY PUBLIC

CAROLE M. MAXSON STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY, TN

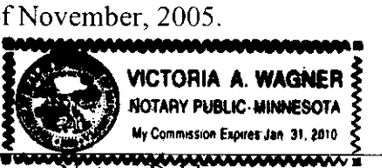
My Commission Expires:

7-19-08

STATE OF MINNESOTA)
COUNTY OF HENNEPIN)

Personally appeared before me, the undersigned, a Notary Public for the state and county aforesaid, Thomas S. Maple, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the President of GOVERNMENTAL AND EDUCATIONAL ASSISTANCE CORPORATION, an Arkansas nonprofit corporation, which is the Sole Member of PRESTIGE POINTE-GEAC, LLC, a Tennessee limited liability company (the "Assignor"), and is authorized to execute this instrument on behalf of the Sole Member, the Sole Member being authorized to execute this instrument on behalf of the Assignor.

WITNESS my hand and seal at office this 1st day of November, 2005.



Notary Public

My Commission Expires:

1/31/10

Exhibit A

LEGAL DESCRIPTION

Land in Davidson County, Tennessee, being Paragon Place Subdivision, of record as Instrument No. 200001214-0123064, Register's Office for Nashville, Davidson County, Tennessee, bounded on the south by Paragon Mills Road and on the northeast by Interstate Highway 24, more particularly described as follows:

Beginning at a concrete monument on the northerly margin of Paragon Mills Road, the southeast corner to Woodland Hills Subdivision, as of record in Plat Book 6900, page 669 and being S 86 deg. 30' 00" E. 350.0 feet from the center line of Reischa Drive;

Thence, with the easterly line of Woodland Hills Subdivision, N 03 deg. 54' 03" E, 397.72 feet to a rectangular iron property marker;

Thence, continuing with said easterly line N 04 deg. 10' 01" E. 220.01 feet to an iron pin;

Thence, continuing with the easterly line of Woodland Hills Subdivision and the Vista Partners property, as of record in Book 9087, page 886, N 03 deg. 47' 45" E. 220.40 feet to an iron pin, being the southwest corner to the Bellsouth Mobility property, as of record in Book 9225, page 682, and being the northwest corner of this herein described tract:

Thence, with Bellsouth Mobility's southerly line, S 86 deg. 39' 00" E. 253.27 feet to an iron pin on the westerly margin of a frontage road along Interstate 24;

Thence, with said frontage road the following:

S 36 deg. 22' 56" E. 568.66 feet to a concrete monument

S 35 deg. 34' 57" E. 4.80 feet to a concrete monument

S 86 deg. 37' 30" E. 4.14 feet to an iron pin

S 03 deg. 23' 40" W. 5.18 feet to an iron pin

S 35 deg. 34' 57" E. 320.47 feet to a concrete monument

Thence, S 03 deg. 14' 55" W. 151.22 feet to a railroad spike on the northerly margin of Paragon Mills Road;

Thence, with Paragon Mills Road, N 86 deg. 30' 00" W. 242.33 feet to an iron pin, the beginning of a curve of a curve to the left;

Thence, with said curve having a central angle of 11 deg. 28' 26" radius of 324.63 feet, and chord of 64.90 feet at N 80 deg. 45' 47" W. 65.01 feet to an iron pin;

Thence continuing with Paragon Mills Road, N 86 deg. 30 00" W. 527.35 feet to the point of beginning;

Containing 500.304 square feet of 11.485 acres.

Subject property is encumbered by a 10 feet wide drainage and utilities easement adjacent and parallel to the entire westerly and northerly property lines.

Being the same property conveyed to Paragon Place-GEAC, LLC (now Prestige Pointe-GEAC, LLC) by Deed from Paragon Place Associates, Ltd., a Tennessee limited partnership, of record as Instrument No. 20010531-0056399, Register's Office of Davidson County, Tennessee.

Exhibit B

Exceptions

1. Real Property Taxes for the year 2005 and subsequent years.

2. Deed of Trust executed by Paragon Place-GEAC, LLC, to Robert W. Fidler, Trustee, dated May 31, 2001, recorded May 31, 2001, as Instrument No. 20010531-0056400, Register's Office of Davidson County, Tennessee, in favor of Berkshire Mortgage Finance Bethesda Limited Partnership, as assigned from Berkshire Mortgage Finance Limited Partnership, formerly known as Berkshire Mortgage Finance Bethesda Limited Partnership, a Massachusetts limited partnership, to the Secretary of Housing and Urban Development of Washington, DC, his successors and assigns, by Assignment of Deed of Trust dated as of May 26, 2004 and recorded June 3, 2004 with the Register of Deeds in Davidson County, Tennessee, as Document No. 20040603-0065407; as assigned to MLQ-MLL, L.L.C. by assignment of mortgage of record in Instrument No. 20050412-0040666, said Register's Office.

3. Tax Regulatory Agreement (Sequoia Village Apartments) among Sequoia Village-GEAC, LLC, U.S. Bank Trust National Association, as Trustee and The Health and Educational Facilities Board of the Metropolitan Government of Nashville and Davidson County, Tennessee dated as of May 1, 2001, recorded May 31, 2001 with the Register of Deeds in Davidson County, Tennessee, as Document No. 20010531-0056403.

4. Subordinate Multifamily Deed of Trust, Assignment of Rents and Leases, Security Agreement and Fixture Filing executed by Paragon Place-GEAC, LLC, to Darlene T. Marsh, Trustee, dated May 1, 2001, recorded May 31, 2001, as Instrument No. 20010531-0056404, Register's Office of Davidson County, Tennessee, in favor of The Health and Educational Facilities Board of the Metropolitan Government of Nashville and Davidson County, Tennessee and U.S. Bank Trust National Association, a national banking association, as Trustee under an Indenture of Trust dated as of May 1, 2001.

5. UCC-1 Financing Statement between Paragon Place - GEAC, LLC, as Debtor and Berkshire Mortgage Finance Bethesda Limited Partnership, as Secured Party, filed for record May 31, 2001, with the Register of Deeds in Davidson County, Tennessee, as Document No. 20010531-0056401.

   As assigned to the Secretary of Housing and Urban Development of Washington, DC, his/her successors and assigns by UCC Financing Statement Amendment (Assignment) filed for record June 3, 2004, as Document No. 20040603-0065408, as amended by UCC Amendment of record as Instrument No. 20040811-0097235, in said Register's Office; as assigned to MLQ-MLL, LLC by UCC Financing Statement Amendment of record in Instrument No. 20050412-0040675, said Register's Office.